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UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY
HONORABLE KATHRYN C. FERGUSON
CASE NO. 14-24874 (KCF)

In re:

CLOUDEEVA, INC.,

Former Debtors and Debtors-
in-Possession.¹

Chapter 11
(Jointly Administered)

**CLOUDEEVA, INC.’S STATEMENT OF
ISSUES PRESENTED ON APPEAL AND
DESIGNATION OF ITEMS TO BE
INCLUDED IN THE RECORD ON
APPEAL PURSUANT TO FED. R.
BANK. P. 8006**

Cloudeeva, Inc., a Delaware corporation (“**Cloudeeva Delaware**”), and Cloudeeva, Inc., a Florida corporation (“**Cloudeeva Florida**” and, together with Cloudeeva Delaware, referred to herein collectively as the “**Company**”), the former debtors and debtors-in-possession in these Chapter 11 cases (the “**Cases**”), by and through their undersigned appellate counsel, hereby file this *Statement of Issues Presented on Appeal and Designation of Items to be Included in the Record on Appeal Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure* in

¹ The former debtors and debtors-in-possession in these Chapter 11 cases are Cloudeeva, Inc., a Delaware corporation, and Cloudeeva, Inc., a Florida corporation.

connection with their appeal from this Court's August 22, 2014 order dismissing the Cases [Docket No. 130] (the "**Dismissal Order**").

STATEMENT OF ISSUES ON APPEAL

1. Whether the Bankruptcy Court committed reversible error, both in its factual findings and application of relevant law, in dismissing the Cases without having conducted an evidentiary hearing.
2. Whether, in dismissing the Cases as a bad faith filing, the Bankruptcy Court erred in finding that the Cases involved only a two-party dispute.
3. Whether, in dismissing the Cases as a bad faith filing, the Bankruptcy Court erred in finding that the Cases were filed as a litigation tactic.
4. Whether, in dismissing the Cases as a bad faith filing, the Bankruptcy Court erred in finding that the Cases were filed for purposes of forum shopping.
5. Whether, in dismissing the Cases as a bad faith filing, the Bankruptcy Court erred in finding that the Company was not in need of a breathing spell from its creditors.
6. Whether, in dismissing the Cases as a bad faith filing, the Bankruptcy Court erred in finding that the Company failed to demonstrate a valid bankruptcy purpose to its filing.
7. Whether, in dismissing the Cases as a bad faith filing, the Bankruptcy Court erred in finding that the Company's need to factor its receivables was not a legitimate bankruptcy purpose.
8. Whether the Bankruptcy Court erred in finding that the Company's lack of long term debt that needed to be restructured was a basis to dismiss the Cases.
9. Whether, in dismissing the Cases as a bad faith filing, the Bankruptcy Court erred in finding that the Company's unsecured claims in the Cases were small and that the Company sought to pay the majority of such claims through its critical vendor motion.
10. Whether, in dismissing the Cases as a bad faith filing, the Bankruptcy Court erred in finding that the Company had no assets to preserve.

11. Whether the Bankruptcy Court erred in finding that dismissal is the logical result in the Cases because the disputed issue in the California litigation was scheduled for arbitration.

12. Whether, in dismissing the Cases as a bad faith filing, the Bankruptcy Court erred in failing to consider whether unusual circumstances exist that demonstrate dismissal is not in the best interests of creditors and the estate.

13. Whether the Bankruptcy Court erred in refusing to afford the Company an opportunity to create a full evidentiary record and demonstrate that the Cases were commenced in good faith.

14. Whether the Bankruptcy Court erred in refusing to allow the Company to file a sur-reply to BAPL's reply to the Company's objection to BAPL's motion to dismiss the Cases.

**DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD
ON APPEAL**

The Company designates the following items to be included in the record on appeal of the Dismissal Order, together with all exhibits, attachments and documents incorporated therein:

<u>Designation No.</u>	<u>Docket Entry Date</u>	<u>Docket No.</u>	<u>Description</u>
1	7/21/2014	1	Chapter 11 Voluntary Petitions
2	7/21/2014	8	Declaration of Adesh Tyagi in Support of "First Day" Motions
3	7/21/2014	11	Motion for Entry of Interim and Final Orders Authorizing, But Not Directing, the Company to Pay Certain Pre-Petition Claims of Certain Critical Vendors

<u>Designation No.</u>	<u>Docket Entry Date</u>	<u>Docket No.</u>	<u>Description</u>
4	7/21/2014	12	Motion for Approval of Financing and Proposed Factoring Agreement
5	7/23/2014	20	Preliminary Omnibus Objection of Bartronics Asia Pte Ltd. to the Company's First Day Motions
6	7/23/2014	[Hearing Transcript]	July 23, 2014 Transcript of Hearing Before the Bankruptcy Court
7	7/31/2014	37	Supplemental Objection of Bartronics Asia Pte Ltd. to the Company's Motion for Approval of Financing and Proposed Factoring
8	8/01/2014	39	Declaration of Mark Vitcov in Further Support of the Company's Motion for Entry of Interim and Final Orders Authorizing, But Not Directing, the Company to Pay Certain Pre-Petition Claims of Certain Critical Vendors <i>Critical Vendor Schedules Filed Under Seal</i>
9	8/02/2014	43	Notice of Amended Exhibit I to the Company's Motion for Approval of Financing and Proposed Factoring
10	8/03/2014	45	Motion of Bartronics Asia Pte Ltd. for the Appointment of a Trustee, or, in the Alternative, to Dismiss the Cases <i>Declarations of Elizabeth M. Pappy and Venkata Putta Filed Under Seal</i>
11	8/04/2014	[Hearing Transcript]	August 04, 2014 Transcript of Hearing Before the Bankruptcy Court
12	8/11/2014	[Hearing Transcript]	August 11, 2014 Transcript of Hearing Before the Bankruptcy Court

<u>Designation No.</u>	<u>Docket Entry Date</u>	<u>Docket No.</u>	<u>Description</u>
13	8/13/2014	79	Interim Order Approving Financing and Proposed Factoring Agreement
14	8/13/2014	80	Final Order Authorizing, But Not Directing, the Company to Pay Pre-Petition Claims of Certain Critical Vendors
15	8/15/2014	94	Motion to Strike Portions of Declarations of Venkata Putta and Elizabeth M. Pappy and Precluding Testimony
16	8/15/2014	96	Brief of the Company in Opposition to Motion of Bartronics Asia PTE. Ltd. for Entry of an Order (i) Directing the Appointment of a Chapter 11 Trustee or, in the Alternative, (ii) Dismissing the Chapter 11 Cases <i>Declarations of Adesh Tyagi, Scott Hammel, Stephen Moses and Mark Vitcov Filed Under Seal</i>
17	8/20/2014	109	Final Order Approving Financing and Proposed Factoring Agreement
18	8/20/2014	110	Reply Memorandum of Law of Bartronics Asia PTE. Ltd. to Brief of the Company in Opposition to Motion for Entry of an Order (i) Directing the Appointment of a Chapter 11 Trustee or, in the Alternative, (ii) Dismissing the Chapter 11 Cases <i>Reply Memorandum of Law Redacted</i> <i>Declarations of Elizabeth M. Pappy and Shoshana B. Kaiser Filed Under Seal</i>

<u>Designation No.</u>	<u>Docket Entry Date</u>	<u>Docket No.</u>	<u>Description</u>
19	8/20/2014	116	Schedules of Assets and Liabilities and Statement of Financial Affairs of Cloudeeva, Inc., a Florida Corporation
20	8/20/2014	117	Schedules of Assets and Liabilities and Statement of Financial Affairs of Cloudeeva, Inc., a Delaware Corporation <i>Schedules F, G, and B (Question 16) and Responses to Questions 3.b and 3.c of the Statement of Financial Affairs Filed Under Seal</i>
21	8/21/2014	122	Rider 4(a) to Schedules of Assets and Liabilities and Statement of Financial Affairs of Cloudeeva, Inc.
22	8/21/2014	127	Opposition of Bartronics Asia Pte Ltd. to Motion to Strike Portions of Declarations of Venkata Putta and Elizabeth Pappy and Precluding Testimony
23	8/22/2014	130	Order Dismissing Chapter 11 cases.
24	8/22/2014	[Hearing Transcript]	August 22, 2014 Transcript of Hearing Before the Bankruptcy Court
25	8/22/2014	[Hearing Transcript]	August 22, 2014 Decision Dismissing Chapter 11 cases
26	8/29/2014	142	Notice of Appeal to the District Court
27	9/05/2014	148	Motion for a Stay Pending Appeal of the Order Dismissing Chapter 11 cases
28	9/05/2014	149	Application to Shorten Time in Connection with Motion for a Stay Pending Appeal of the Order Dismissing Chapter 11 cases

<u>Designation No.</u>	<u>Docket Entry Date</u>	<u>Docket No.</u>	<u>Description</u>
29	9/05/2014	150	Certification of Harvey Kaminski in support of Motion for a Stay Pending Appeal of the Order Dismissing Chapter 11 cases
30	9/05/2014	151	Order Granting Application to Shorten Time in Connection with Motion for a Stay Pending Appeal of the Order Dismissing Chapter 11 cases
31	9/08/2014	153	Letter to Court from the Company in Connection with Application to Shorten Time in Connection with Motion for a Stay Pending Appeal of the Order Dismissing Chapter 11 cases
32	9/08/2014	154	Letter to Court from BAPL in Connection with Application to Shorten Time in Connection with Motion for a Stay Pending Appeal of the Order Dismissing Chapter 11 cases

Respectfully submitted,

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By: /s/ Michael D. Sirota
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DATED: September 9, 2014